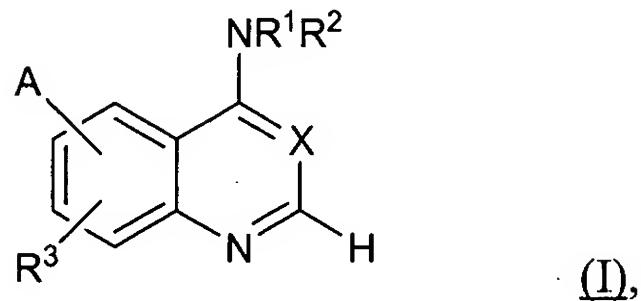


**AMENDMENT TO THE CLAIMS**

*A listing of the claims presented in this patent application appears below. This listing replaces all prior versions and listing of claims in this patent application.*

**Claim 1 (currently amended):** A compound including resolved enantiomers, diastereomers, solvates and pharmaceutically acceptable salts thereof, said compound comprising Formula I:



wherein an A group is bonded to at least one of the carbons at the 5, 6, 7 or 8 position of the bicyclic ring, and the ring is substituted by up to three independent R<sup>3</sup> groups;

X is N;

R<sup>1</sup> is a substituted or unsubstituted, monocyclic or bicyclic, aryl moiety;

R<sup>2</sup> is H or a substituted or unsubstituted C<sub>1-8</sub> alkyl,

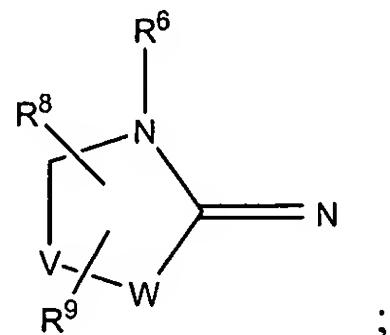
or R<sup>2</sup> is a C<sub>1-8</sub> alkyl having a terminal carbon atom bound to one or the ring atoms of R<sup>1</sup>;

R<sup>3</sup> is hydrogen, halogen, cyano, nitro, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, C<sub>2</sub>-C<sub>10</sub> alkynyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl, -NR<sup>4</sup>SO<sub>2</sub>R<sup>5</sup>, -SO<sub>2</sub>NR<sup>6</sup>R<sup>4</sup>, -C(O)R<sup>6</sup>, -C(O)OR<sup>6</sup>, -OC(O)R<sup>6</sup>, -NR<sup>4</sup>C(O)OR<sup>5</sup>, -NR<sup>4</sup>C(O)R<sup>6</sup>, -C(O)NR<sup>4</sup>R<sup>6</sup>, -NR<sup>4</sup>R<sup>6</sup>, -NR<sup>4</sup>C(O)NR<sup>4</sup>R<sup>6</sup>, -OR<sup>6</sup>, -S(O)R<sup>5</sup>, -SO<sub>2</sub>R<sup>5</sup>, where each of the above alkyl, alkenyl, alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl portion of R<sup>3</sup> is optionally substituted with one to five groups independently selected from oxo, halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, -NR<sup>4</sup>SO<sub>2</sub>R<sup>5</sup>, -SO<sub>2</sub>NR<sup>6</sup>R<sup>4</sup>, -C(O)R<sup>6</sup>, -C(O)OR<sup>6</sup>, -OC(O)R<sup>6</sup>, -NR<sup>4</sup>C(O)OR<sup>5</sup>, -NR<sup>4</sup>C(O)CR<sup>6</sup>, -C(O)NR<sup>4</sup>R<sup>6</sup>, -NR<sup>4</sup>R<sup>6</sup>, -NR<sup>4</sup>C(O)NR<sup>4</sup>R<sup>6</sup>, -NR<sup>4</sup>C(NCN)NR<sup>4</sup>R<sup>6</sup>, -OR<sup>6</sup>, -S(O)R<sup>5</sup>, -SO<sub>2</sub>R<sup>5</sup>, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl;

A is -(U)<sub>n</sub>Z, where

n is 0 or 1, and U is C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>2</sub>-C<sub>4</sub> alkenyl or C<sub>2</sub>-C<sub>4</sub> alkynyl; where each alkyl, alkenyl or alkynyl is optionally substituted with up to five groups independently selected from oxo, halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, -NR<sup>4</sup>SO<sub>2</sub>R<sup>5</sup>, -SO<sub>2</sub>NR<sup>6</sup>R<sup>4</sup>, -C(O)R<sup>6</sup>, -C(O)OR<sup>6</sup>, -OC(O)R<sup>6</sup>, -NR<sup>4</sup>C(O)OR<sup>5</sup>, -NR<sup>4</sup>C(O)CR<sup>6</sup>, -C(O)NR<sup>4</sup>R<sup>6</sup>, -NR<sup>4</sup>R<sup>6</sup>, -NR<sup>4</sup>C(O)NR<sup>4</sup>R<sup>6</sup>, -NR<sup>4</sup>C(NCN)NR<sup>4</sup>R<sup>6</sup>, -OR<sup>6</sup>, -S(O)R<sup>5</sup>, -SO<sub>2</sub>R<sup>5</sup>, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl;

Z is



where W and V are selected independently from CR<sup>7</sup>R<sup>8</sup>, CR<sup>8</sup>R<sup>9</sup>, O, NR<sup>6</sup>, S, SO, SO<sub>2</sub>, provided

if W is O, NR<sup>6</sup>, S, SO, SO<sub>2</sub>, then V is CR<sup>8</sup>R<sup>9</sup>, and provided that NR<sup>6</sup> of Z is NH;

Z includes one or more R<sup>8</sup> or R<sup>9</sup> groups, wherein said R<sup>8</sup> and R<sup>9</sup> groups may be bonded to the same or different atoms;

R<sup>4</sup> is H or C<sub>1-6</sub> alkyl;

R<sup>5</sup> is trifluoromethyl, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl, where each alkyl, cycloalkyl, aryl, heteroaryl, heterocyclyl and heterocyclylalkyl is optionally substituted with one to five groups independently selected from oxo, halogen, cyano, nitro, OR<sup>6</sup>, NR<sup>4</sup>R<sup>6</sup>, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl;

R<sup>6</sup>, R<sup>8</sup> and R<sup>9</sup> are independently selected from hydrogen, trifluoromethyl, C<sub>1</sub>-C<sub>10</sub> alkyl, (CH<sub>2</sub>)<sub>0-4</sub>C<sub>3</sub>-C<sub>10</sub> cycloalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl, where each alkyl, cycloalkyl, aryl, heteroaryl and heterocyclyl is optionally substituted with one to five groups independently selected from oxo, halogen, cyano, nitro, OR<sup>6</sup>, NR<sup>6</sup>R<sup>8</sup>, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, heteroaryl, arylalkyl,

heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; ~~provided if R<sup>6</sup> is directly bonded to Z, then R<sup>6</sup> is not hydrogen;~~

R<sup>7</sup> is hydrogen, halogen, cyano, nitro, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, C<sub>2</sub>-C<sub>10</sub> alkynyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl, -NR<sup>4</sup>SO<sub>2</sub>R<sup>5</sup> -SO<sub>2</sub>NR<sup>6</sup>R<sup>4</sup>, -C(O)R<sup>6</sup>, -C(O)OR<sup>6</sup>, -OC(O)R<sup>6</sup>, -NR<sup>4</sup>C(O)OR<sup>5</sup>, -NR<sup>4</sup>C(O)R<sup>6</sup>, -C(O)NR<sup>4</sup>R<sup>6</sup>, -NR<sup>4</sup>R<sup>6</sup>, -NR<sup>4</sup>C(O)NR<sup>4</sup>R<sup>6</sup>, -OR<sup>6</sup>, -S(O)R<sup>5</sup>, -SO<sub>2</sub>R<sup>5</sup>, where each of the above alkyl, alkenyl, alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl portion of R<sup>3</sup> is optionally substituted with one to five groups independently selected from oxo, halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, -NR<sup>4</sup>SO<sub>2</sub>R<sup>5</sup>, -SO<sub>2</sub>NR<sup>6</sup>R<sup>4</sup>, -C(O)R<sup>6</sup>, -C(O)OR<sup>6</sup>, -OC(O)R<sup>6</sup>, -NR<sup>4</sup>C(O)OR<sup>5</sup>, -NR<sup>4</sup>C(O)CR<sup>6</sup>, -C(O)NR<sup>4</sup>R<sup>6</sup>, -NR<sup>4</sup>R<sup>6</sup>, -NR<sup>4</sup>C(O)NR<sup>4</sup>R<sup>6</sup>, -NR<sup>4</sup>C(NCN)NR<sup>4</sup>R<sup>6</sup>, -OR<sup>6</sup>, -S(O)R<sup>5</sup>, -SO<sub>2</sub>R<sup>5</sup>, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl;

an R<sup>4</sup> group and an R<sup>6</sup> group may be independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO<sub>2</sub> and NR<sup>6</sup> where each ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR<sup>8</sup>, NR<sup>6</sup>R<sup>8</sup>, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms;

an R<sup>6</sup> group and an R<sup>8</sup> group may be independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO<sub>2</sub> and NR<sup>6</sup> where each ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR<sup>8</sup>, NR<sup>6</sup>R<sup>8</sup>, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms;

an R<sup>7</sup> group and an R<sup>8</sup> group may be independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO<sub>2</sub> and NR<sup>6</sup> where each ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl,

difluoromethoxy, trifluoromethoxy, azido, aryl, OR<sup>8</sup>, NR<sup>6</sup>R<sup>8</sup>, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms; and

an R<sup>8</sup> group and an R<sup>9</sup> group may be independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO<sub>2</sub> and NR<sup>6</sup> where each ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR<sup>8</sup>, NR<sup>6</sup>R<sup>8</sup>, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms.

**Claim 2 (original):** The compound of claim 1, wherein R<sup>2</sup> is a C<sub>1-8</sub> alkyl having a terminal carbon atom bound to one of the ring atoms of R<sup>1</sup>.

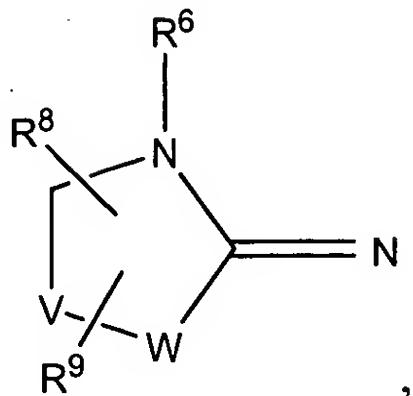
**Claim 3 (original):** The compound of claim 1, wherein an A group is bonded to at least one of the carbons at the 6 or 7 position of the bicyclic ring.

**Claim 4 (previously amended):** The compound of claim 1, wherein R<sup>2</sup> is hydrogen, and R<sup>3</sup> is hydrogen or OR<sup>6</sup>.

**Claim 5 (previously amended):** The compound of claim 3, wherein R<sup>3</sup> is hydrogen or OR<sup>6</sup>, and n is 0.

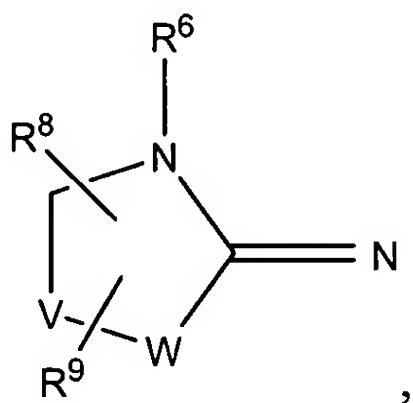
**Claim 6 (original):** The compound of claim 1, wherein R<sup>2</sup> is hydrogen.

**Claim 7 (previously amended):** The compound of claim 1, wherein Z is



and W is O.

**Claim 8 (previously amended):** The compound of claim 5, wherein Z is



and W is O.

**Claim 9 (original):** The compound of claim 1, wherein the R<sup>4</sup> group and the R<sup>6</sup> group are independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO<sub>2</sub> and NR<sup>6</sup> where each ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR<sup>8</sup>, NR<sup>6</sup>R<sup>8</sup>, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms.

**Claim 10 (original):** The compound of claim 1, wherein the R<sup>6</sup> group and the R<sup>8</sup> group are independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO<sub>2</sub> and NR<sup>6</sup> where each ring carbon may be optionally substituted with one to three groups independently selected from

halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR<sup>8</sup>, NR<sup>6</sup>R<sup>8</sup>, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms.

**Claim 11 (currently amended):** The compound of claim 1, wherein the R<sup>7</sup> group and the R<sup>8</sup> group are independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO<sub>2</sub> and NR<sup>6</sup> where each ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR<sup>8</sup>, NR<sup>6</sup>R<sup>8</sup>, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms.

**Claim 12 (original):** The compound of claim 1, wherein the R<sup>8</sup> group and the R<sup>9</sup> group are independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO<sub>2</sub> and NR<sup>6</sup> where each ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR<sup>8</sup>, NR<sup>6</sup>R<sup>8</sup>, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms.

**Claim 13 (withdrawn):** A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 1 to said mammal.

**Claim 14 (withdrawn):** A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 2 to said mammal.

**Claim 15 (withdrawn):** A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 3 to said mammal.

**Claim 16 (withdrawn):** A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 4 to said mammal.

**Claim 17 (withdrawn):** A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 5 to said mammal.

**Claim 18 (withdrawn):** A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 6 to said mammal.

**Claim 19 (withdrawn):** A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 7 to said mammal.

**Claim 20 (withdrawn):** A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 8 to said mammal.

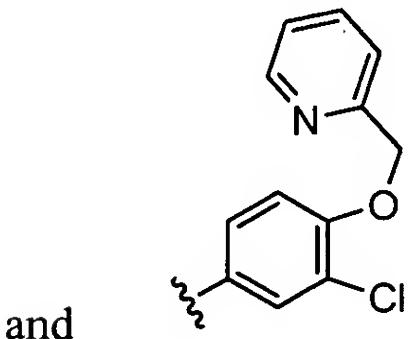
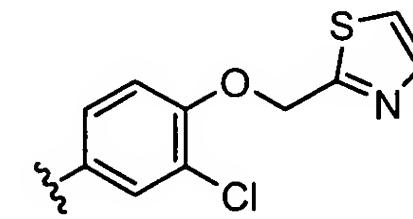
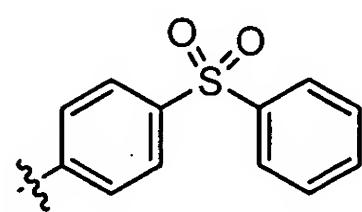
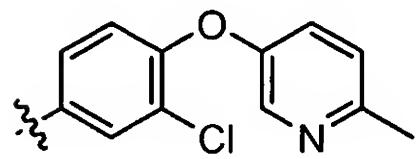
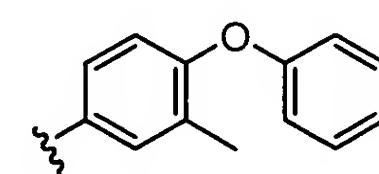
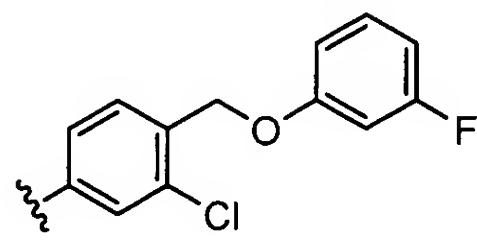
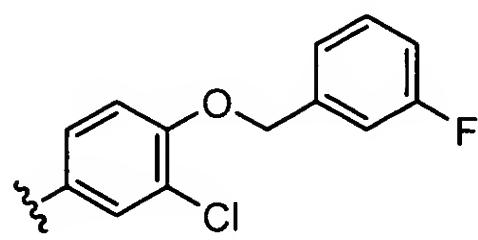
**Claim 21 (withdrawn):** A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 9 to said mammal.

**Claim 22 (withdrawn):** A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 10 to said mammal.

**Claim 23 (withdrawn):** A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 11 to said mammal.

**Claim 24 (withdrawn):** A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 12 to said mammal.

**Claim 25 (previously presented):** The compound of claim 1, wherein  $R^1$  is selected from the structures:



and



**Claim 26 (previously presented):** The compound of claim 7, wherein  $R^6$  is an optionally substituted alkyl or cycloalkyl.

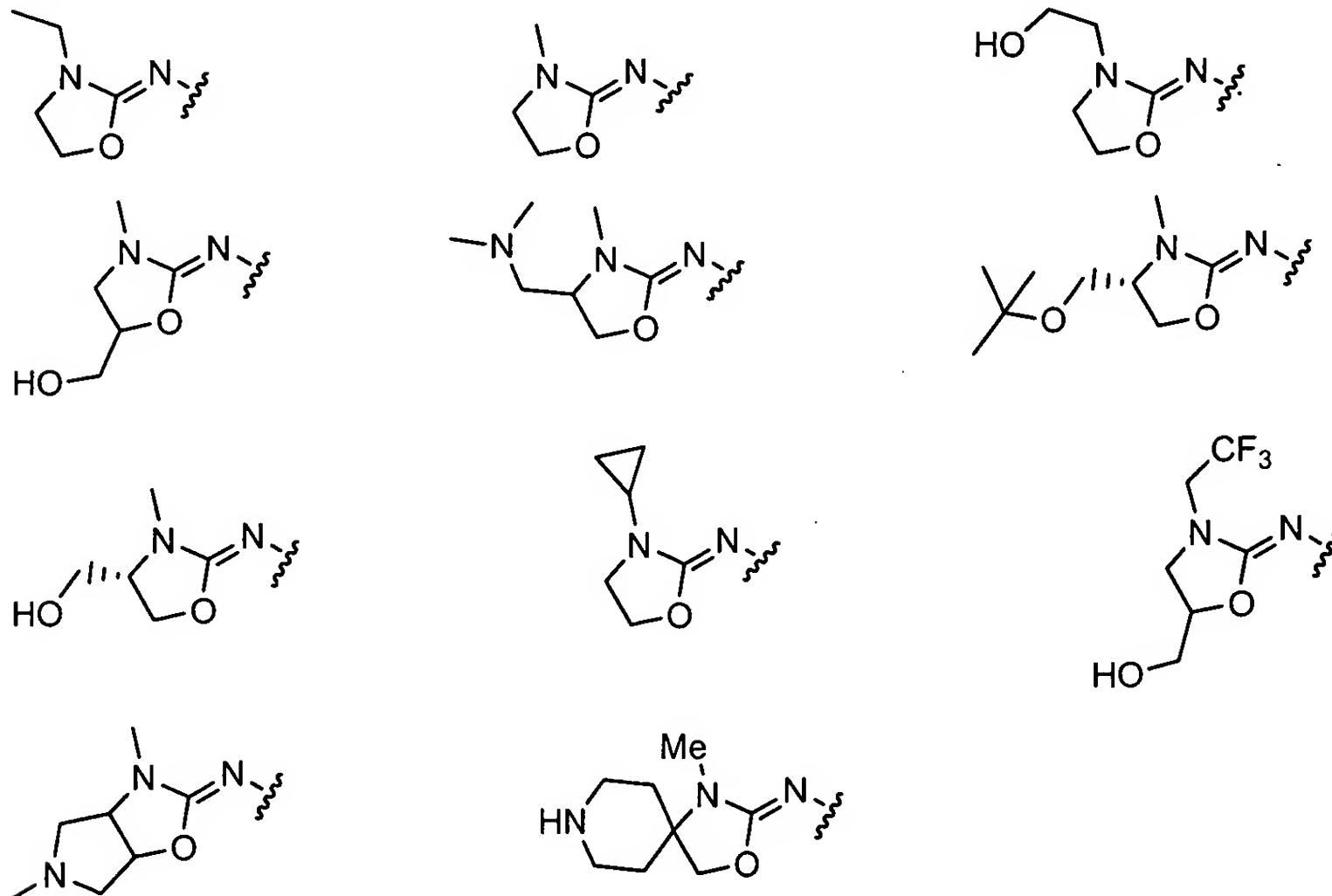
**Claim 27 (previously presented):** The compound of claim 26, wherein R<sup>6</sup> is methyl, ethyl, CH<sub>2</sub>CF<sub>3</sub>, CH<sub>2</sub>CH<sub>2</sub>OH, or cyclopropyl.

**Claim 28 (previously presented):** The compound of claim 26, wherein R<sup>8</sup> and R<sup>9</sup> are independently an optionally substituted alkyl.

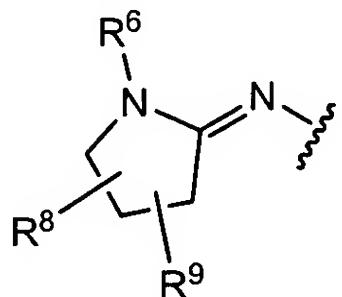
**Claim 29 (previously presented):** The compound of claim 28, wherein R<sup>8</sup> and R<sup>9</sup> are independently CH<sub>2</sub>OH, CH<sub>2</sub>NMe<sub>2</sub> or CH<sub>2</sub>O-t-butyl.

**Claim 30 (previously presented):** The compound of claim 26, wherein R<sup>8</sup> and R<sup>9</sup> together with the atoms to which they are attached form an optionally substituted heterocyclic ring.

**Claim 31 (previously presented):** The compound of claim 7, wherein Z is selected from the structures:



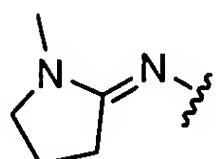
**Claim 32 (previously presented):** The compound of claim 1, wherein Z is



**Claim 33 (previously presented):** The compound of claim 32, wherein R<sup>6</sup> is an optionally substituted alkyl.

**Claim 34 (currently amended):** The compound of claim 33, wherein Z is methyl.

**Claim 35 (previously presented):** The compound of claim 34, wherein Z is



**Claim 36 (previously presented):** The compound of claim 1, selected from:

N4-[3-Chloro-4-(3-fluorobenzyl)-phenyl]-N6-(3-methyl-oxazolidin-2-ylidene)-quinazoline-4,6-diamine;

N-4-[3-Chloro-4-(3-fluorobenzyl)-phenyl]-N6-(3-ethyl-oxazolidin-2-ylidene)-quinazoline-4,6-diamine;

(2-{4-[3-Chloro-4-(3-fluorobenzyl)-phenylamino]-quinazolin-6-ylimino}-3-methyl-oxazolidin-5-yl)-methanol;

2-(2-{4-[3-Chloro-4-(3-fluorobenzyl)-phenylamino]-quinazolin-6-ylimino}-oxazolidin-3-yl)-ethanol;

N-4-[3-Chloro-4-(3-fluorobenzyl)-phenyl]-N6-(4-dimethylaminomethyl-3-methyl-oxazolidin-2-ylidene)-quinazoline-4,6-diamine;

(S)-N6-(4-tert-Butoxymethyl-3-methyl-oxazolidin-2-ylidene)-N4-[3-chloro-4-(3-fluorophenoxy-methyl)-phenyl]-quinazoline-4,6-diamine;

(S)-(2-{4-[3-Chloro-4-(3-fluorophenoxyethyl)-phenylamino]-quinazolin-6-ylimino-3-methyl-oxazolidin-4-yl)-methanol;

(2-{4-[3-Chloro-4-(3-fluorophenoxyethyl)-phenylamino]-quinazolin-6-ylimino}-3-methyl-oxazolidin-5-yl)-methanol;

{3-Methyl-2-[4-(3-methyl-4-phenoxyphenylamino)-quinazolin-6-ylimino]-oxazolidin-5-yl}-methanol;

(2-{4-[3-Chloro-4-(6-methylpyridin-3-yloxy)-phenylamino]-quinazolin-6-ylimino}-3-methyl-oxazolidin-5-yl)-methanol;

N4-(4-Benzenesulfonylphenyl)-N6-(3-methyloxazolidin-2-ylidene)-quinazoline-4,6-diamine;

{2-[4-(4-Benzenesulfonylphenylamino)-quinazolin-6-ylimino]-3-methyl-oxazolidin-5-yl}-methanol;

N4-(4-Benzenesulfonylphenyl)-N6-(3-cyclopropyloxazolidin-2-ylidene)-quinazoline-4,6-diamine;

N6-(Dimethylhexahydropyrrolo[3,4-d]oxazol-2-ylidene)-N4-(3-methyl-4-phenoxyphenyl)-quinazoline-4,6-diamine;

N4-[3-Chloro-4-(thiazol-2-ylmethoxy)-phenyl]-N6-(3-methyloxazolidin-2-ylidene)-quinazoline-4,6-diamine;

N4-[3-Chloro-4-(pyridin-2-ylmethoxy)-phenyl]-N6-(dimethyl-3-oxa-1,8-diaza-spiro[4.5]dec-2-ylidene)-quinazoline-4,6-diamine;

[2-{4-[3-Chloro-4-(3-fluorobenzylxyloxy)-phenylamino]-quinazolin-6-ylimino}-3-(2,2,2-trifluoroethyl)-oxazolidin-5-yl]-methanol; and

N4-[3-Chloro-4-(3-fluorobenzylxyloxy)-phenyl]-N6-(1-methylpyrrolidin-2-ylidene)-quinazoline-4,6-diamine.